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Ritz Camera Centers, Inc.

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

ZACHARY HILE, on behalf of
him/herself and all others similarly
situated,

Case No.: CV-07-00716 SBA
and CV 07-2349 GAF

Hon. Saundra B. Armstrong

**DECLARATION OF CURTIS
SCHEEL IN SUPPORT OF MOTION
FOR PRELIMINARY APPROVAL OF
CLASS ACTION SETTLEMENT**

Date: June 3, 2008

Time: 1:00 PM

Ctrm: 3, 3rd Floor

Hon. Saundra B. Armstrong

**SHOGHER ANDONIAN,
individually and on behalf of all
others similarly situated.**

Plaintiff.

v.

RITZ CAMERA CENTERS, INC., a
Delaware corporation; and DOES 1
through 10, inclusive.

Defendants

I, Curtis J. Scheel, declare and say as follows:

1. I am the President and Chief Operating Officer of Defendant Ritz Camera Centers, Inc. ("RCCI"), a position I have held since December 27, 2007. Since joining RCCI in January 2003, I have held various executive positions.

1 including Chief Operating Officer and Chief Financial Officer. The statements
2 contained in this Declaration are made from my personal knowledge and from my
3 review of documents prepared in the ordinary course of business by RCCI
4 employees under my general supervision and direction; if called as a witness in
5 these proceedings, I could and would testify competently to each of the matters set
6 forth herein.

7 2. Based upon information I have reviewed from records of RCCI
8 prepared and maintained in the ordinary course of business, I confirm the
9 representation made in the Stipulation of Settlement herein that between December
10 4, 2006 and April 9, 2007, at its U.S. retail outlets selling cameras, lenses, digital
11 memory products, imaging products and services, RCCI printed approximately
12 2.55 million credit card and debit card receipts displaying a card expiration date.
13 These receipts were issued to approximately 1.7 million different consumers, some
14 of whom received more than one receipt. By April 9, 2007, all RCCI locations
15 were fully FACTA-compliant.

16 3. Based upon information I have reviewed from records of RCCI
17 prepared and maintained in the ordinary course of business, I confirm the
18 representation made in the Stipulation of Settlement herein that more than 80% of
19 the total sales in 2006 at U.S. retail outlets of RCCI selling cameras, lenses, digital
20 memory products, imaging products and services encompass and are of the sale of
21 those products. Further, and also based on RCCI's 2006 sales at these outlets, I
22 confirm that more than 80% of all camera, lens and digital memory sales fall
23 within parameters in the Stipulation of Settlement that would allow the proposed
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1 Settlement Package Award Certificate and Supplemental Award Certificate to be
 2 used in such sales transactions.

3 4. With respect to notice to members of the proposed Settlement Class,
 4 since November 2006, prior to the time period relevant to this litigation, RCCI has
 5 not collected street addresses or postal mailing addresses from its customers. RCCI
 6 has no means to gather names and street addresses or postal mailing addresses of
 7 individual members of the proposed Settlement Class. Whether financial
 8 institutions who issued credit cards or debit cards used by customers in
 9 transactions at RCCI outlets between December 4, 2006 and April 9, 2007, could
 10 or would provide names and addresses for those customers is unknown to RCCI;
 11 attempting to assemble the individual names and addresses for 1.7 million
 12 customers would undoubtedly involve huge amounts of time and significant
 13 expenditure by such financial institutions and the parties, far more than reasonable
 14 effort, without assurance the process can be accomplished in a reasonable time.

15 5. RCCI has, for many years, advertised frequently and regularly with
 16 printed inserts in the Sunday editions of newspapers and customary weekly
 17 advertising publications of such newspapers (collectively, "Insert Publications") in
 18 the major metropolitan areas of the United States. In my observation and
 19 experience, these printed insert advertisements have been the principal means for
 20 communication between RCCI and its customers. The newspapers in which RCCI
 21 regularly advertises with inserts in Insert Publications, along with their reported
 22 circulation and headquarters cities, are as follows:

Paper Name	Headquarters	Circulation of RCCI Inserts
Atlanta Journal	Atlanta, GA	866,000

1	Austin American Statesman	Austin, TX	87,830
2	Baltimore Examiner	Baltimore, MD	178,837
3			
4	Baltimore Sun	Baltimore, MD	208,610
5			
6	Birmingham News	Birmingham, AL	85,291
7			
8	Boston Globe	Boston, MA	546,575
9			
10	Charleston Post & Courier	Charleston, SC	112,295
11			
12	Charlotte Observer	Charlotte, NC	141,300
13			
14	Chattanooga Times Free Press	Chattanooga, TN	90,373
15			
16	Chicago Tribune	Chicago, IL	958,500
17			
18	Cincinnati Enquirer	Cincinnati, OH	307,259
19			
20	Cleveland Plain Dealer	Cleveland, OH	319,977
21	Columbia State	131,416	145,000
22			
23	Dallas Morning News	Dallas, TX	570,000
24			
25	Denver Post	Denver, CO	508,730
26			
27	Detroit News and Free Press	Detroit, MI	160,253
28			
	Ft. Lauderdale Sun Sentinel	Ft. Lauderdale, FL	550,000

1	Ft. Worth Star Telegram	Ft. Worth, TX	175,630
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4	Greenville News-Piedmont	Greenville, NC	119,000
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6	Hartford Courant	Hartford, CT	240,559
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8	Houston Chronicle	Houston, TX	359,746
9			
10	Kansas City Star	Kansas City, MO	254,730
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12	Kingsport Times-News	Kingsport, TN	48,000
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14	Los Angeles Times	Los Angeles, CA	844,093
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16	Manchester Union Leader	Manchester, NH	54,108
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18	Memphis Commercial Appeal	Memphis, TN	165,716
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20	Miami Herald	Miami, FL	189,000
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22	Milwaukee Journal	Milwaukee, WI	218,876
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5	Minneapolis Star Tribune	Minneapolis, MN	507,160
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10	Nashville Tennessean	Nashville, TN	200,000
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12	Norfolk Virginian Pilot	Norfolk, VA	144,675
13			
14	Orlando Sentinel	Orlando, FL	208,400
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17	Philadelphia Inquirer	Philadelphia, PA	651,000
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20	Phoenix Arizona Republic	Phoenix, AZ	369,917
21	Pittsburgh Post Gazette	Pittsburgh, PA	294,960
22	Portland Oregonian	Portland, OR	300,000
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4	Providence Journal	Providence, RI	219,769
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8	Raleigh News & Observer	Raleigh, NC	186,590
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11	Richmond Times Dispatch	Richmond, VA	142,888
12			
13	Sacramento Bee	Sacramento, CA	225,418
14	Salt Lake City Tribune	Salt Lake City, UT	127,395
15	San Antonio Express News	San Antonio, TX	125,386
16	San Diego Union Tribune	San Diego, CA	318,848
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19	San Francisco Chronicle	San Francisco, CA	364,900
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22	San Francisco Examiner	San Francisco, CA	244,034
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1	2	San Jose Mercury News	San Jose, CA	264,486
3	4	Sarasota Herald-Tribune	Sarasota, FL	105,990
5	6	Seattle Times	Seattle, WA	385,000
7	8	St Louis Post Dispatch	St. Louis, MO	85,266
9	10	St Paul Pioneer Press	St. Paul, MN	85,266
11	12	St. Petersburg Times	St. Petersburg, FL	285,000
13	14	Tampa Tribune	Tampa, FL	126,469
15	16			
17	18	Washington Examiner	Washington, DC	158,445
19	20			
21	22	Washington Post	Washington, DC	1,002,300
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3 6. The publication of an insert in the Insert Publications of each of the
4 above-listed newspapers will reach, according to the most recent information
5 reported to RCCI, approximately 11.4 million newspaper subscribers and
6 customers. RCCI will publish notice, as approved by this Court pursuant to the
7 present Motion for Preliminary Approval of Class Action Settlement, in inserts in
8 the Insert Publications of the above-listed newspapers on two separate Sundays
9 (for Sunday editions) and in two separate weeklies (for weekly advertising
10 publications), for a total of approximately 23 million inserts.

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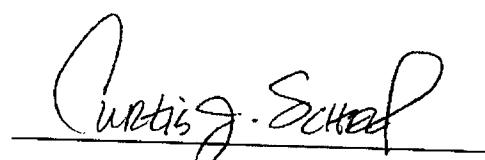
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2 7. From my observation and experience of RCCI sales and store
3 locations and my review of information from records maintained by RCCI in the
4 ordinary course of business, I confirm that more than 85 percent (85%) of RCCI's
5 total sales of cameras, lenses, digital memory products, imaging products and
6 services are made within the circulation areas of the above-listed newspapers. I
7 further confirm that more than 85 percent (85%) of RCCI's retail outlets where
8 these products are sold are located within the circulation areas of the above-listed
9 newspapers.

10 Executed under penalty of perjury under the laws of Maryland and the
11 United States this 8th day of April, 2008.



Curtis J. Scheel